BYLAWS OF THE PITTSBURGH POST

ARTICLE I

Seal, Insignia and Logo

1. The seal, insignia and logo of the Post shall be the same as established by the Society of American Military Engineers (SAME) National Board of Direction and published on the SAME web site.

2. Customized logos may be used only for special events in addition to the seal, insignia and logo established by SAME.

ARTICLE II

Governance

1. The name of the Post shall be the Society of American Military Engineers Pittsburgh Post, hereafter referred to as the "Post."

2. These bylaws shall govern the Post, consistent with the Constitution of the Society of American Military Engineers (Link to SAME Constitution) and SAME National Bylaws (Link to SAME Bylaws). If the Post Bylaws conflict with SAME's Constitution or Bylaws, those of SAME National shall govern.

3. The Post fully supports the policy of equal opportunity and will not discriminate or knowingly participate in any activity that discriminates based on race, color, religion, sex, or national origin. Likewise, the Post will take no official action that is or appears to be detrimental or discriminatory to any class or group of people.

4. It is the policy of this Post to adhere to the highest standards of ethical conduct in all its activities. The Post fully supports and expects strict compliance by every member with all applicable laws and regulations in the conduct of business and professions. The Post

recognizes that members who represent the government in matters affecting the economic interests of others hold special positions of public trust requiring them to observe the highest ethical standards. Accordingly, the Post supports the principle that strict impartiality must prevail in all business relationships involving the government.

ARTICLE III

Membership

1. SAME Membership will be attained through application for SAME National membership and payment of National dues to the SAME National Office. The Pittsburgh Post must be your primary Post membership to hold a position as Officer or Director. Transferring primary Post membership to this Post from another Post is accomplished through notification to the SAME National Office. The SAME National Office maintains the official Post roster of members.

2. Individual Membership is achieved by paying dues to the SAME National Office and selecting post(s). Full-time students do not pay Post dues but select a Post affiliation when joining SAME.

3. Any member of the Post will be automatically dropped from the Post roster maintained by the SAME National Office for failure to pay dues to the SAME National Office as prescribed by the SAME Bylaws.

4. Companies and Public Agencies may become Sustaining Members at the Post by paying the appropriate dues to the SAME National Office. Sustaining Member and Public Agency representatives become members of the Post by being nominated by their company or public agency and submitting a completed application to the SAME National Office. The Company or Public Agency determines who shall be the representatives of the Post. Sustaining Member and Public Agency representatives have full voting rights in the Post.

ARTICLE IV

Board of Direction

1. The Board of Direction shall be comprised of the four (4) Post Officers, six (6) Elected Directors, immediate Past President [or a previous Past President if the immediate Past President is not available], and a variable number of Appointed Directors to be determined by the board, to provide an opportunity for all segments of the Post to be represented and

to link the Post to SAME National Communities of Interest (COIs), as appropriate. The term of office for an Elected Director shall be three (3) years with a staggered turnover to provide continuity in the governance of the Post. The Past President shall have a two-year term; the position will help continuity of Post leadership in a mentoring capacity. The term of office for Appointed Directors shall be no more than one year. The incoming President recommends individuals to be Appointed Directors, subject to the approval of the Board of Direction. Officers and Directors may be re-elected or re-appointed for additional terms. Terms of office for Officers are outlined in Article V.

2. The Post shall hold elections annually such that the new and continuing Officers and Directors are installed in January.

3. Directors shall be charged with supporting the mission and goals of SAME by serving as a Post Committee Chair or champion of a special interest or element of SAME's Strategic Plan. One Director position should be established for a Young Member, one Director for a Fellow, or senior member if the Post has no Fellows, and one Director for a Public Agency representative. Elected and Appointed Directors will serve with the Officers of the Post under the supervision of the President or ranking officer and shall have a vote on matters of Post business in the same manner as the officers.

4. The Board of Direction shall have power to fill vacancies of the Officers and Elected Director positions provided that Officers and Elected Directors so selected shall serve until the next annual election only, at which time the vacancy shall be filled in the manner herein prescribed for other vacancies occurring in the regular course.

5. The Board of Direction shall meet regularly for the transaction of business. The President may take initiative to call special meetings of the Board of Direction. The conduct of business utilizing teleconferencing or video conferencing is permitted. (See also Voting, Article XI).

6. The Board of Direction approves the establishment, disestablishment or continuance of Committees that may be recommended by the President. (See Committees, Article VI).

7. Members of the Board of Direction shall not receive any compensation for their services as Directors. When able, SAME will provide discounted registrations and/or travel & lodging if appropriate, to alleviate volunteer financial burden.

8. Any member of the Board of Direction may be removed with or without cause, at any time, by vote of three-quarters (3/4) of the members of the Board of Direction if, in their judgment, the best interest of SAME would be served thereby.

ARTICLE V

Officers

1. The Officers of the Post shall consist of President, one or more Vice President(s), Secretary, and Treasurer and shall be elected by the Post membership for a two-year term. Officers may succeed themselves in office if duly elected by the membership for additional terms. Officers are voting members of the Board of Direction and must be SAME members in good standing. If there is more than one Vice President, one shall be designated as the first Vice President.

2. The Post President shall be responsible for general supervision of the affairs of the Post and shall preside at the meetings of the Post. The President may recommend the establishment, disestablishment, restructuring or continuance of Post Committees to the Board of Direction for approval. The President shall appoint Committee Chairs and has general supervision over all Post Committees. In the absence of the President, or in the case where the President cannot complete their term, the duties shall devolve to the 1st Vice President, or as voted upon by the Board of Direction.

3. The Post President shall preside at all meetings and shall sign all written contracts and obligations of the Post, with the concurrence of the Treasurer on financial obligations. The President shall obtain a final review of all major contracts for which the Post could incur significant liability.

4. The Post President shall prepare a Post Annual Report to SAME National on the status of Post affairs by March 31 of each year. The Post Annual Report should address a) the financial and membership status of the Post; b) a review of the Post's activities for the current year; and c) and the Post's progress in achieving the goals and objectives of the SAME Strategic Plan.

5. The Secretary shall have charge of the correspondence and records of the Post. The Secretary shall: (a) give timely notices of all meetings to all members; and (b) record the proceedings of all Board and membership meetings. The President may appoint an Assistant Secretary to assist the Secretary with the duties of the office and to act as the Secretary during the Secretary's absence.

6. The Treasurer shall be comptroller of the accounts of the Post under the direction of the President. The Treasurer shall: (a) make collections and disbursements under the supervision of the President as directed by the Post; (b) render monthly and annual reports as may be called for by the President and SAME National Office; and (c) file Federal, state, and local income tax returns with a copy to be sent to the SAME National Office to ensure

the retention of SAME's tax exempt status. The Treasurer is responsible for filing any state required documentation to maintain operations and non-profit status. The accounts should be audited annually by an audit committee of three members appointed by the President or an outside auditor prior to the submission of the annual financial report to the SAME National Office. The committee shall report to the President the results of the audit by March to be included in the Post Annual Report. (See also Finances, Article VII) The President may appoint an Assistant Treasurer to assist the Treasurer with the duties of the office and to act as the Treasurer during the Treasurer's absence.

ARTICLE VI

Committees, Task Forces and Special Advisors

1. The Post may establish Post Operations and Post Mission Committees. (See Society Bylaws, Article VIII)

2. Operations Committees are those that support the President and Board of Direction in administration of the Post. Standing Operations Committees include a) Finance and Audit, b) Scholarship, and c) Nominating. [NOTE: The Post may have other standing committees or combine or change the names of these committees]

3. Mission Committees are those that support SAME's Strategic Plan and assist the Post in accomplishing its goals and objectives. Standing Mission Committees include a) Membership, b) Outreach, Relationships, and Recognition, c) Publicity and Communications, d) Programs, and e) Small Business Liaison and Diversity. [NOTE: The Post may rename, combine, or have other Mission Committees to enable the Post to best focus on Society streamers, medals, awards, and the perceived interests of the Post membership]

4. Ad hoc or temporary Committees may be established to achieve goals and implement objectives set forth in SAME's Strategic Plan at the recommendation of the President and with approval of the Board of Direction. These committees should have specific missions.

5. In addition to the above Post Committees, the President may establish other specific task forces and assign advisors deemed necessary to accomplish the Post's mission, with a specified term of office.

ARTICLE VII

Finances

1. The fiscal year of the Post shall begin on the first day of January.

2. There are no Post Dues separately established by the Post. Post dues are established and disbursed by the SAME National Office.

3. A budget shall be submitted by the Post Treasurer annually prior to the beginning of the calendar year for review and approval by the Post Board of Direction.

4. The Post shall establish a separate Scholarship Fund(s) if the Post plans to raise funds and grant scholarships. Such Scholarship Fund shall be administered in accordance with applicable state and local laws and regulations.

5. Non-distribution Constraint- The Post Board of Direction will not receive disbursements of Post assets for personal gain.

6. Upon dissolution of this Post, all assets will be sent to the SAME National Office for inclusion in SAME's General Fund. Scholarship Funds will be included in the SAME Foundation.

ARTICLE VIII

Meetings and Activities

1. Regular meetings and technical, professional, and social activities of the Post shall be developed and implemented to meet the goals and objectives set forth in SAME's Strategic Plan. Such activities should be planned to achieve participation of all segments of the Post membership.

2. The Post shall conduct general membership meetings on a schedule agreed to by the Board of Direction on an annual basis. These will include an in-person January meeting, at which the newly elected Officers and Directors will be installed, and an annual dinner meeting at which awards will be given to recognize outstanding individuals, committees and sustaining members.

3. The Board of Direction shall also meet, generally on the same day of each month, and at a time just prior to the Post meeting, if applicable.

4. The Post President or Board of Direction may call for a special meeting at any time to conduct business of the Post. At least one week's notice of time and place and purpose of

the meeting shall be given to all members and only the business stated in the call shall be transacted at the special meeting.

ARTICLE IX

Nominations and Elections

1. The Nominations Committee Chair develops a slate of officers and elected directors for each position as specified in Articles IV and V, obtaining input for such slate from the Board of Direction and members of the Post.

2. The minimum qualification for a person to be nominated or to nominate an individual for office is to be a member in good standing of SAME and the Post.

3. A slate of Officers and Directors will be presented to the Post membership at its December meeting and voted upon by those members in attendance. Prior to the meeting, the slate will be announced to the Post membership in the December Meeting Notice, and an opportunity will be provided for members to submit ballots prior to the meeting for the purpose of the election, as determined by the Board of Direction. A quorum is not needed for these general elections. The results of the election shall be transmitted to the Regional Vice President and the SAME National Office within 30 days of the election.

4. Following the election of Officers and Elected Directors, the President may recommend additional Appointed Directors at any time during the year for approval by the Board of Direction.

5. The installation of the new Board of Direction shall occur at the January meeting of the Post which will mark the beginning of the elected Officers' and Directors' terms of office.

ARTICLE X

Communications

1. Some form of communication with Post membership shall occur with regularity via one or more of the following mechanisms: presentations at meetings or activities; web site; electronic mail; internet or list-serve distribution; social media; media outlets; hard copy; or others deemed appropriate by the Post.

2. At a minimum, the Post shall regularly communicate the following: a) list of Officers, Directors and Committee Chairs with their contact information; and b) activity announcements and registration information.

3. The standard for the Post website shall be at a minimum one-page listing Post Officers and Directors with at least one contact email that is regularly checked by a member of the board, Post contact information, calendar of events with times and location, and a link to the SAME National website. The SAME National Office will assist in achieving this minimum standard, as needed. If the Post develops its own web site, the Post will be responsible for regularly updating the material presented and for creating a link to the SAME National Office web site and for ensuring compliance with Society web site content and communication standards.

ARTICLE XI

Voting for Board of Direction

1. Voting on an issue shall be conducted after discussion is complete and a motion to vote has been made. Voting can be conducted in person, by conference or video call, or electronically. In person and conference or video call votes will immediately follow the discussion. Electronic votes may be used: a) if time permits and b) if an analysis of the discussion is provided for consideration.

2. Officers and Elected and Appointed Directors are eligible to vote. Committee Chairs and Special Advisors are eligible to vote only if they also serve as a Post Officer or an Elected or Appointed Director. An individual is entitled to only one vote regardless of the number of positions or offices held at the Post.

3. Business at a Post Board of Direction meeting may be conducted by those Officers and Directors in attendance at the meeting or on conference call. Votes taken will need a majority of Board members in attendance at the meeting or on conference call to pass. A quorum, consisting of at least three officers and three directors, is required to conduct business. The Post President or presiding officer at the meeting may call for an electronic vote by the entire Board, in which case a majority vote of the entire Board is required to pass a motion.

ARTICLE XII

Cooperation with Other Organizations

In the furtherance of Society goals and objectives, the Post will cooperate with other societies and organizations toward the improvement of the professional status and standards of the engineering, architecture, and related professions to foster engineering education and the knowledge of engineering and associated sciences.

ARTICLE XIII

Amendments and Revisions

Amendments and/or revisions to Post Bylaws may be made by a majority vote of a quorum of the Board of Direction; and provided further that the amendment and/or revision is not in conflict or contradictory to SAME Constitution or Bylaws. Membership shall be notified of the change and will have thirty (30) calendar days to request and comment on any amendments and/or revisions prior to the changes being in effect. Comments from Post membership will be discussed at the board meeting following the 30-day membership review period. The Board of Direction has final approval authority for this document.

Approved by majority vote of the Board of Direction on MONTH DAY, 2026

_____ Jamie North, Post President

_____ Sara Woida, Post Vice President

Provided to the Post membership on MONTH DAY, 2026 and taking effect on MONTH DAY, 2026

_____ Danielle List, Post Secretary